

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

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MILLIPORE CORPORATION,)
MILLIPORE AB, and)
MILLIPORE SAS,)
Plaintiffs,) Civil Action No. 11-cv-10221 DPW
)
)
v.)
)
) PLAINTIFFS' REPLY TO
) DEFENDANT'S COUNTERCLAIMS
ALLPURE TECHNOLOGIES, INC.,)
Defendant.)
-----X

The plaintiffs, Millipore Corporation, Millipore AB, and Millipore SAS (hereinafter collectively referred to as "Millipore"), reply to the counterclaim of the defendant AllPure Technologies, Inc. ("AllPure") as follows:

1. Millipore admits the allegations in paragraph 1 of the counterclaim.
2. Millipore admits the allegations in paragraph 2 of the counterclaim.
3. Millipore admits the allegations in paragraph 3 of the counterclaim.
4. Millipore admits the allegations in paragraph 4 of the counterclaim.
5. Millipore admits the allegations in paragraph 5 of the counterclaim.
6. Millipore Corporation admits the allegations in paragraph 6 of the counterclaim.

With respect to paragraph 6 of the counterclaim, Millipore AB and Millipore SAS admit only that this Court has personal jurisdiction of them with respect to the counterclaims being asserted by AllPure as they relate to the claims asserted by Millipore AB and Millipore SAS in this action. Millipore AB and Millipore SAS deny any remaining allegations in paragraph 6 of the counterclaim.

7. Millipore admits the allegations in paragraph 7 of the counterclaim.

8. Millipore does not contest that there is an actual case or controversy between AllPure and Millipore.

9. Millipore repeats and realleges paragraphs 1 through 8 of this reply as if they were fully set forth.

10. Millipore denies the allegations of paragraph 10 of the counterclaim.

11. Millipore denies the allegations of paragraph 11 of the counterclaim.

12. Millipore denies the allegations of paragraph 12 of the counterclaim.

13. Millipore denies the allegations of paragraph 13 of the counterclaim.

14. Millipore denies the allegations of paragraph 14 of the counterclaim.

15. Millipore denies the allegations of paragraph 15 of the counterclaim.

WHEREFORE, the plaintiffs, Millipore Corporation, Millipore AB, and Millipore SAS respectfully request that the Court, in addition to the relief sought in the complaint in this action:

A. Dismiss the defendant AllPure's counterclaim with prejudice;

B. Enter judgment awarding the plaintiffs Millipore the costs and expenses of bringing the suit and defending against the counterclaims, including their attorneys' fees, costs, and expenses in this action; and

C. Enter judgment for the plaintiffs Millipore for such other and further relief as this Court may deem just and proper.

MILLIPORE CORPORATION
MILLIPORE AB
MILLIPORE SAS

By their attorneys,

/s/ Susan G. L. Glovsky

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Dated: March 31, 2011

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on March 31, 2011.

/s/ Susan G. L. Glovsky
Susan G. L. Glovsky